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Cook County Recorder 29.00



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
OR **Bressler Outdoor Advertising LLC**

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS
**170 W. Fairbanks Avenue,
Suite 102** CITY **Winter Park** STATE **FL** POSTAL CODE **32789** COUNTRY

1d. TAX ID #: SSN OR EIN **36-4371616** ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION **LLC** 1f. JURISDICTION OF ORGANIZATION **Delaware** 1g. ORGANIZATIONAL ID #, if any NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME OF TOTAL ASSIGNEE OF ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
OR **CIT Lending Services Corporation, as Administrative Agent**

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
Cont'd **Morristown** **NJ** **07962-4558**

4. This FINANCING STATEMENT covers the following collateral:

THIS FIXTURE FILING IS TO BE RECORDED IN THE REAL ESTATE RECORDS

The personal property described on Exhibit "B" attached hereto and made a part hereof, which is or may be located on the real property described on exhibit "A" attached hereto and made a part hereof.

2940 N. Halsted
Chicago, IL

No. of additional sheets presented: 4

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

BOX 314

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**ATTACHMENT TO ILLINOIS UCC-1:
BRESSLER OUTDOOR ADVERTISING LLC (DEBTOR)**

ITEMS CONTINUED FROM FORM:

3c. Secured Party's Mailing Address:
c/o The CIT Group, Inc. -Structured Finance Group, 44 Whippany Road,
Suite 160

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371575100

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EXHIBIT A

LOT 26 IN BLOCK 1 IN WOODLANDS, A SUBDIVISION OF THE EAST 1/2 OF BLOCK 5 IN CANAL TRUSTEES' SUBDIVISION OF THE EAST 1/2 OF SECTION 29, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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EXHIBIT B
DESCRIPTION OF COLLATERAL

All of the Debtor's property and assets and all additions thereto and replacements thereof, and all other property whether now owned or hereafter created, acquired or reacquired by the Debtor, including:

Inventory

All inventory and supplies of whatsoever nature and kind and wheresoever situated, including, without limitation, raw materials, components, work in process, finished goods, goods in transit and packing and shipping materials, accretions and accessions thereto, trust receipts and similar documents covering the same products (collectively, the "Inventory");

Accounts

All right to payment for goods sold or leased or for services rendered, whether or not earned by performance, including, without limitation, all agreements with and sums due from customers and other Persons, and all books and records recording, evidencing or relating to such rights or any part thereof (collectively, the "Accounts");

Equipment

All machinery, equipment and supplies (installed and uninstalled) not included in Inventory above, including, without limitation, motor vehicles and any other equipment used in connection with the Debtor's business, and all accretions, accessions and parts attached thereto, and all additions thereto, and replacements thereof (collectively, the "Equipment");

Licenses

All franchises and licenses, permits and operating rights authorizing or relating to the Debtor's rights to operate and maintain billboard structures or other related business (collectively, the "Licenses"), excluding Licenses to the extent, and only to the extent it is unlawful to grant a security interest in such Licenses, but including the right to all proceeds arising from the sale or assignment thereof;

Contracts and Leases

All (a) construction contracts, customer service agreements, management agreements, rights of way, easements, equipment purchase agreements and other agreements to which the Debtor is a party, whether now existing or hereafter arising (collectively, the "Contracts"); (b) lease agreements for real or personal property to which the Debtor is a party, whether now existing or hereafter arising (collectively, the "Leases"); and (c) other contracts and contractual rights, remedies or provisions now existing or hereafter arising in favor of the Debtor (collectively, the "Other Contracts"); provided that the foregoing collateral shall not include any contract or agreement that by its terms prohibits the pledge, transfer, assignment or hypothecation of such contract or assignment or any rights of the Debtor thereunder without the consent of any other party thereto, unless and until such consent is obtained;

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General Intangibles

All general intangibles including personal property not included above, including, without limitation, all goodwill, trademarks, trademark applications, trade names, trade secrets, patents, patent applications, domain names, URLs, industrial designs, other industrial or intellectual property or rights therein, whether under license or otherwise, all right to receive payment on property upon or in connection with any transfer of any License, claims for tax refunds, and tax refund amounts (collectively, the "Intangibles"); provided that the foregoing collateral shall not include any contract or agreement that by its terms prohibits the pledge, transfer, assignment or hypothecation of such contract or assignment or any rights of the Debtor thereunder without the consent of any other party thereto, unless and until such consent is obtained;

Furniture and Fixtures

All furniture and fixtures in which the Debtor has an interest (collectively, the "Furniture and Fixtures");

Miscellaneous Items

All goods, chattel paper, documents, instruments, supplies, choses in action, claims, money, deposits, certificates of deposit, stock or share certificates, and licenses and other rights in intellectual property not included above (collectively, the "Miscellaneous Items"); and

Proceeds

All proceeds of any of the above, and all proceeds of any loss of, damage to or destruction of the above, whether insured or not insured, and all other proceeds of any sale, lease or other disposition of any property or interest therein referred to above, together with all proceeds of any policies of insurance covering any or all of the above, the proceeds of any award in condemnation with respect to any of the property of the Debtor, any rebates or refunds, whether for taxes or otherwise, and together with all proceeds of any such proceeds (collectively, the "Proceeds").

Revised Article 9 Provisions

All asset description. The Debtor acknowledges and agrees that, in applying the law of any jurisdiction that at any time enacts all or substantially all of the uniform provisions of revised Article 9 of the Uniform Commercial Code approved by the American Law Institute and the National Conference of Commissioners on Uniform State Laws and contained in the 1999 Official Text of the Uniform Commercial Code ("Revised Article 9"), the foregoing collateral description covers all assets of the Debtor.

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